

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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: In re : Chapter 11  
: :  
: DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
: :  
: Debtors. : (Jointly Administered)  
: :  
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ORDER UNDER 11 U.S.C. § 365(a)  
AUTHORIZING DEBTORS TO ASSUME  
EXECUTORY CONTRACT WITH PILLARHOUSE (U.S.A.), INC.

("PILLARHOUSE ASSUMPTION ORDER")

Upon the motion, dated December 16, 2005 (the "Motion"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") pursuant to 11 U.S.C. § 365(a) authorizing the debtors to assume an executory contract with Pillarhouse (U.S.A.), Inc. ("Pillarhouse"); and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.
2. The Debtors' decision to assume the Contract is reasonable and appropriate under the circumstances and the assumption of the Contract is hereby approved.

3. The Debtors are authorized to take any and all actions necessary or desirable to perform the Debtors' obligations and transactions contemplated by the Contract.

4. Delphi shall pay Pillarhouse the sum of \$73,594.60 as a cure amount. Such payment shall be in full and complete satisfaction of all of Delphi's outstanding obligations under the Contract.

5. The charge for installation of the equipment in the amount of \$3,950 shall be granted administrative priority status under sections 503(b) and 507(a)(1) of the Bankruptcy Code and the Debtors shall pay such amount in accordance with the terms of the Contract.

6. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

7. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York  
January \_\_, 2006

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UNITED STATES BANKRUPTCY JUDGE